

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

GEORGE HUMPHRYS, on behalf of
himself and all others similarly situated,

Plaintiff,

v.

TD AMERITRADE HOLDING
CORPORATION and TD AMERITRADE,
INC. F/K/A TD WATERHOUSE
INVESTOR SERVICES, INC.,

Defendants.

Civil Action No. 08-CV-02912

**[PROPOSED] ORDER APPOINTING THE SILVERSTEIN GROUP AS LEAD
PLAINTIFF AND APPROVING ITS SELECTION OF LEAD COUNSEL FOR THE
CLASS**

Having considered all motions for appointment as lead plaintiff in the above-referenced actions, the Court having read and considered all papers, and good cause appearing,

IT IS HEREBY ORDERED THAT:

1. Sheldon Silverstein and Stephen Stock (collectively referred to as the “Silverstein Group”), is hereby appointed the lead plaintiff in the Action for the class pursuant to the Securities Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995 (the “PSLRA”).

2. The Silverstein’ Group selection of counsel is approved and Levi & Korsinsky, LLP is hereby approved as lead for the Class.

3. Lead counsel shall have the sole authority and discretion over the following matters on behalf of all plaintiffs in their respective cases: (a) appointment of suitable Local

Counsel, (b) the initiation, response, scheduling, briefing and argument of all motions, (c) the scope, order and conduct of all discovery proceedings, (d) the designation of which attorneys may appear at hearings and conferences with the Court, (e) the timing and substance of any settlement negotiations with defendants, and (f) other matters concerning the prosecution and resolution of the respective cases. No other attorney is authorized to undertake any action on behalf of the class of securities purchasers without the express authorization of lead counsel. Defendants' counsel may rely upon agreements made with lead counsel and such agreements shall be binding on all plaintiffs.

Dated: _____, 2008 _____

United States District Judge